CARDINAL HEALTH INC

Form 4

November 09, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

WALTER MATTHEW D

1. Name and Address of Reporting Person *

		CARDI	NAL HEA	ALTH IN	C [C	AH]	(Check all applicat		e)
(Last)	(First) (M	iddle) 3. Date of	f Earliest Tra	liest Transaction			жи шт иррпсиот	turi appricable)	
5200 RINGS	ROAD		(X Director Officer (giv below)	ive title 10% Owner Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
DUBLIN, OF	H 43017						Person	More than One K	eporting
(City)	(State) (Z	Zip) Tabl	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/07/2007		A	695 (1)	A	<u>(2)</u>	94,159	D	
Common Shares							997,663	I	By LLC (3)
Common Shares							43,878	I	By trusts FBO children
Common Shares							1,804	Ι	By spouse
Common Shares							34,502	I	By DGT Trust (4)

Common Shares	17,103	I	By Matthew D. Walter Trust (5)
Common Shares	78,614	I	By GRAT II
Reminder: Report on a separate line for each class of securities beneficially o	wned directly or indirectly		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 8. Pri Deriv Secur (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g., \, \mathrm{puts}, \, \mathrm{calls}, \, \mathrm{warrants}, \, \mathrm{options}, \, \mathrm{convertible} \, \mathrm{securities})$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	any Code of (Month/Day/Year) (Instr. 8) Deriva Securi Acquii (A) or Dispos of (D) (Instr. 8)		orNumber of Derivative Securities Acquired (A) or Disposed	3		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (6)	\$ 70.3					05/01/2002	05/01/2012	Common Shares	2,134
Option (right to buy) (7)	\$ 70.3					05/01/2002	05/01/2012	Common Shares	1,422
Option (right to buy) (7)	\$ 70.01					11/06/2002	11/06/2012	Common Shares	3,571
Option (right to buy) (7)	\$ 59					11/05/2003	11/05/2013	Common Shares	5,084
Option (right to buy) (6)	\$ 54.2					12/08/2004	12/08/2014	Common Shares	3,094
Option (right to	\$ 54.2					12/08/2004	12/08/2014	Common Shares	2,441

buy) <u>(7)</u>								
Option (right to buy) (6)	\$ 61.79				11/02/2006	11/02/2012	Common Shares	2,714
Option (right to buy) (7)	\$ 61.79				11/02/2006	11/02/2012	Common Shares	684
Option (right to buy) (7)	\$ 63.48				11/08/2007	11/08/2013	Common Shares	3,308
Option (right to buy) (7)	\$ 60.45	11/07/2007	A	1	(8)	11/07/2014	Common Shares	3,868

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WALTER MATTHEW D 5200 RINGS ROAD DUBLIN, OH 43017	X						

Signatures

Aneezal H. Mohamed, Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted share unit award vests on November 7, 2008 except that if the Company's 2008 Annual Meeting of Shareholders (the ?2008 Annual Meeting?) is prior to November 7, 2008, then the restricted share unit award will vest on the date of the 2008 Annual Meeting.
- (2) Restricted share unit award granted under the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended. Award granted without payment by grantee.
- (3) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (4) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (5) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (6) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Equity Incentive Plan, as amended.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Amended and Restated Outside Directors Equity Incentive Plan, as amended.
- (8) Stock option will become exercisable on November 7, 2008 except that if the Company's 2008 Annual Meeting is prior to November 7, 2008, then the stock option will vest on the date of the 2008 Annual Meeting.
- (9) Stock option granted without payment by grantee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.